

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

OLUFEMI SALU, derivatively on behalf
of BED BATH & BEYOND, INC.,

Plaintiff,

v.

MARK J. TRITTON, *et al.*,

Defendants,

and

BED BATH & BEYOND, INC.,

Nominal Defendant.

KEVIN GROOMS, derivatively on behalf
of BED BATH & BEYOND, INC.,

Plaintiff,

vs.

MARK J. TRITTON, *et al.*,

Defendants,

and

BED BATH & BEYOND, INC.,

Nominal Defendant.

[caption continues on following page]

Case No. 2:20-cv-08673-MCA-MAH

**JOINT STIPULATION AND
[PROPOSED] ORDER
CONSOLIDATING RELATED
ACTIONS AND APPOINTING CO-
LEAD COUNSEL**

Case No. 2:20-cv-09610-SDW-LDW

GREG MANTIA, derivatively on behalf
of BED BATH & BEYOND, INC.,

Plaintiff,

vs.

JOHN E. FLEMING, *et al.*,

Defendants,

and

BED BATH & BEYOND, INC.,

Nominal Defendant.

Case No. 2:20-cv-09763-MCA-MAH

WHEREAS, on July 10, 2020, Olufemi Salu filed a verified shareholder derivative complaint in this Court (“*Salu* Action”), and on July 29, 2020, Kevin Grooms filed a verified shareholder derivative complaint in this Court, and on July 31, 2020, Greg Mantia filed a verified shareholder derivative complaint in this Court (collectively, the “Actions”);

WHEREAS, on August 5, 2020, the Court entered a stipulated Order staying the *Salu* Action pending disposition of any motion to dismiss in the related securities class action captioned *Vitiello v. Bed Bath & Beyond Inc.*, Case No. 2:20-cv-4240-MCA-MAH (D.N.J.) (“Securities Action”);

WHEREAS the above-captioned Actions collectively allege claims against defendants Mark J. Tritton, Mary A. Winston, Robyn M. D’Elia, Stephanie Bell-Rose, Harriet Edelman, John E. Fleming, Patrick R. Gaston, Sue E. Gove, Jeffrey A. Kirwan, Johnathan B. Osborne, Harsha Ramalingam, Virginia P. Ruesterholz, Joshua E. Schechter, Andrea Weiss, and Ann Yerger (the “Individual Defendants”) and Bed Bath & Beyond, Inc. (“BBBY” or “Nominal Defendant,” and together with Individual Defendants, the “Defendants”);

WHEREAS plaintiffs in the Actions (“Plaintiffs”) agree that the Actions contain nearly identical factual and legal contentions, and the administration of justice would be best served by consolidating the Actions and appointing Co-Lead Counsel as set forth herein;

WHEREAS, without waiving any rights, arguments or defenses, Defendants agree the Actions should be consolidated and take no position regarding appointment of Co-Lead Counsel;

WHEREAS this stipulation is not a waiver of any of the parties’ rights, remedies, claims, or defenses;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, and upon approval and entry by the Court shall be ORDERED, as follows:

1. The stay of proceedings ordered in the *Salu* Action on August 5, 2020 is temporarily lifted for the limited purpose of the filing of, and ruling on, this Stipulation and [Proposed] Order.

2. The Actions are hereby consolidated for all purposes, including pretrial proceedings, trial, and appeal, and are referred to herein as the “Consolidated Action.”

3. The file in *Salu v. Tritton, et al.*, Case No. 2:20-cv-08673, shall constitute the Master File for every action in the Consolidated Action. When the document being filed pertains to all Actions, the phrase “This Documents Relates to All Actions” shall be placed on the cover page. When a pleading applies only to some, but not all, of the Actions, the document shall list on the cover page the phrase “This Document Relates To:”, the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

4. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

IN RE BED BATH & BEYOND STOCKHOLDER DERIVATIVE LITIGATION

Master File No. 2:20-cv-08673

5. The following law firms are designated Co-Lead Counsel for plaintiffs in the Consolidated Action:

The Rosen Law Firm, P.A.
One Gateway Center, Suite 2600
Newark, NJ 07102
Telephone: (973) 313-1887

Glancy Prongay & Murray LLP
712 Fifth Avenue, 31st Floor
New York, New York 10019
Telephone: (212) 935-7400

6. Plaintiffs believe that their counsel, The Rosen Law Firm, P.A. (“Rosen Law”) and Glancy Prongay & Murray LLP (“GPM”), are qualified to advocate for plaintiffs in the Consolidated Action. *See* Rosen Law firm résumé attached hereto as Exhibit A and GPM firm résumé attached hereto as Exhibit B. Defendants take no position on the qualifications or appointment of lead counsel for plaintiffs.

7. Co-Lead Counsel shall represent plaintiffs in the prosecution of the Consolidated Action, determine and present to the Court and opposing parties the position of plaintiffs on all matters arising during pretrial negotiations, delegate and monitor the work performed by plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of the plaintiffs the initiation and conduct of discovery proceedings, have the authority to negotiate matters with Defendants’ counsel, and perform such other duties as may be incidental to the proper coordination of plaintiffs’ pretrial activities or authorized by further order of the Court. Defendants’ counsel may rely on all agreements made with either of Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

8. This Joint Stipulation and Order shall apply to each derivative action arising out of the same transactions and occurrences filed in this Court, removed to this Court, or transferred here. Co-Lead Counsel shall assist the Court by calling to the attention of the Court the filing, removal, or transfer of any such action, and Co-Lead Counsel shall assure that counsel therein receive notice of this Stipulation and Order. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative actions instituted herein.

9. The terms of the order entered in the *Salu* Action on August 5, 2020 staying the *Salu* Action shall apply to the Consolidated Action.

10. This Order is without prejudice to the right of any Defendant to raise any and all arguments or defenses concerning the claims raised in the Consolidated Action or the jurisdiction of this Court. By entering into this Stipulation, each Defendant preserves all objections and challenges of any kind, including jurisdictional; *provided, however*, that Defendants hereby waive service pursuant to the terms of Fed. R. Civ. P. 4(d) to the extent that they have not already done so or have not already been served.

11. This Order is without prejudice to the right of any Plaintiff to raise any and all arguments or claims. By entering into this Stipulation, each Plaintiff preserves all claims of any kind.

12. The parties who have signed this Stipulation consent to service by electronic mail of all foregoing motion papers. Such service shall be effective upon transmission, and no such other service shall be required.

Dated: August 18, 2020

Respectfully submitted,

/s/ Laurence M. Rosen

THE ROSEN LAW FIRM, P.A.

Laurence M. Rosen
One Gateway Center, Suite 2600
Newark, NJ 07102
Tel: (973) 313-1887
Fax: (973) 833-0399
Email: lrosen@rosenlegal.com

THE BROWN LAW FIRM, P.C.

Timothy Brown
240 Townsend Square
Oyster Bay, NY 11771
Tel: (516) 992-5427
Fax: (516) 344-6204
Email: tbrown@thebrownlawfirm.net

Counsel for Plaintiff Olufemi Salu

/s/ Lisa J. Rodriguez

**SCHNADER HARRISON SEGAL
& LEWIS LLP**

Lisa J. Rodriguez
Woodland Falls Corporate Park
220 Lake Drive East, Suite 200
Cherry Hill, NJ 08002
Tel: (845) 482-5741
Fax: (856) 482-6980
Email: ljrodriguez@schnader.com

GLANCY PRONGAY & MURRAY LLP

Benjamin I. Sachs-Michaels
712 Fifth Avenue, 31st Floor
New York, NY 10019
Telephone: (212) 935-7400
E-mail: bsachsmichaels@glancylaw.com

GLANCY PRONGAY & MURRAY LLP

Robert V. Prongay
Pavithra Rajesh
1925 Century Park East, Suite 2100
Los Angeles, CA 90067
Telephone: (310) 201-9150
Facsimile: (310) 201-9160

E-mail: rprongay@glancylaw.com

Counsel for Plaintiff Kevin Grooms

/s/ Barry Gainey

GAINEY McKENNA & EGLESTON

Barry Gainey (BJG 7560)

375 Abbott Road

Paramus, NJ 07652

Tel: (201) 225-9001

Fax: (201) 225-9002

Email: bgainey@gme-law.com

GAINEY McKENNA & EGLESTON

Thomas J. McKenna

Gregory M. Egleston

501 Fifth Avenue, 19th Floor

New York, NY 10017

Tel: (212) 983-1300

Fax: (212) 983-0383

Email: tjmckenna@gme-law.com

gegleston@gme-law.com

Counsel for Plaintiff Greg Mantia

Dated: August 18, 2020

PROSKAUER ROSE LLP

/s/ Edna D. Guerrasio

Edna D. Guerrasio

11 Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

Email: eguerrasio@proskauer.com

Counsel for Defendants

SO ORDERED this ____ day of _____, 2020.

United States District Judge